

BY-LAWS OF THE WESTMINSTER CLUB, INC.

ARTICLE I - NAME

The name of the Club shall be Westminster Club, Inc.

ARTICLE II - OBJECT

The purpose for which this Club is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own, and operate a swimming pool and other recreational facilities for the use of its members, together with such incidental objects as are appropriate in the conduct of its activities, in the County of New Castle and State of Delaware.

ARTICLE III - GOVERNMENT

Section 1. The Club shall be managed by a Board of Directors (the Board), eleven in number. Board members must hold fully bonded Club memberships in good standing.

Section 2. At each Annual Meeting, Board members shall be elected and will serve for a term of three years and until his/her successor shall have been chosen.

- a. Board members may serve a maximum of two terms in the same position and a maximum of three consecutive terms (9 years) on the board. This restriction shall be lifted if club membership drops below 175.
- b. The President is a maximum two-term position, which requires prior service on the Board of Directors. Prior Board service shall not count against the President's two-term maximum, though there shall be a 12 year Board service maximum for this Board position.
- c. Board members may leave the Board after three consecutive terms, but can return to the board for another set of terms following a one-year hiatus.

Section 3. Election of Board members shall follow a regular schedule where 4 board members are elected in two years of every three-year cycle with 3 board members elected in the third. This directive is subject to addendum 1.

- a. Board of Director positions shall come up for election according to the following protocol: President, Swim Rep #1, Membership, Communications; Swim Rep #2, Concessions, Treasurer, Social; Operations, Grounds, At-Large.
- b. Membership shall be notified of open Board positions at least thirty (30) days prior to the Annual meeting.

Section 4. Should a Board member relinquish his/her position for any reason prior to the end of his/her term, the Board of Directors shall select a replacement to fill the vacancy and serve for the remainder of the term. These selected board members must hold fully bonded memberships in good standing. They shall have full voting rights on the Board. They shall be required to run for election when the term of the position they hold is up for

election.

Section 5. No board member may receive direct or indirect financial benefit from the Club. Board members may be exempt from volunteer fees during their tenure in years when the membership is offered opportunities to receive a reimbursement of volunteer fees.

Section 6. Any member of the Board who shall cease to hold a bonded membership in the Club automatically shall cease to be a member of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Consistent with these by-laws the Board shall:

- a. Purchase or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper.
- b. Create, make and issue mortgages, bonds, deed of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.
- c. Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, clerks, agents, or employees as it deems necessary, and may fix their duties and compensation.
- d. Designate a Board member of the corporation who shall head a committee to select, discharge or suspend employees.
- e. Admit members.
- f. Fix, impose, and remit penalties for violations of these by-laws and Rules of the Club.

Section 2. The Board shall designate the bank, or banks, in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the disbursement of funds and payment of indebtedness of the Club shall be made or executed. The Treasurer shall sign all checks, drafts, or other instruments for the payment of money drawn on the name of the Club, except that in the absence or disability of the Treasurer, the President may sign in his/her stead.

Section 3. The Treasurer shall keep the accounts of the Club, collect its revenues, and pay its bills as approved by the Board. S/he shall deposit funds of the Club received by him/her, in the name of the Club, in such depository as may be authorized by the Board.

Section 4. The Board shall cause the books of the Club to be reviewed annually by reviewers selected by the Board who shall not be members of the Board of Directors of the Club, and the report of the reviewers shall be available to the members upon request.

Section 5. Any member of the Board may be removed from office by a majority vote of the membership present in person, or represented by written proxy, at either an Annual Meeting or a special meeting called in accordance with these by-laws.

ARTICLE V - MEMBERSHIP

Section 1.

- a. A fully bonded membership shall be defined as having paid the \$360 face value of a bond in full.
- b. The number of fully bonded memberships shall not exceed 210 at any time. The number of total memberships shall not exceed 250 at any time.
- c. A membership in good standing shall be defined as being current on dues and not subject to an Article 5 section 4a hearing.
- d. Membership types shall be established by the Board.

Section 2.

- a. Applications for membership shall be submitted in writing to the Board of Directors.
- b. New members shall be admitted upon payment of dues.

Section 3.

Any member of the Club may withdraw at any time. Conditions for refund of dues shall be established by the Board.

Section 4.

- a. Any member may, for cause and after having been given an opportunity for a hearing, which may be given open at the option of said member, be suspended or expelled by a two thirds (2/3) vote of the members of the Board. Cause for suspension, or expulsion, shall in general consist of violation of these by-laws or of the Rules of the Club, or of conduct unbecoming a lady or gentleman. In the event of expulsion, dues may be refunded at the discretion of the Board.
- b. The Board may summarily suspend pool privileges for the violation of Club Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.
- c. The Club shall not be controlled by, nor be under common control with, any other organization, incorporated or unincorporated.

Section 5.

- a. The Board shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.
- b. The Club assumes no responsibility, and members or their guests shall have no claim against the Club, for the property of members or of any guests that may be brought into or left in the Club buildings, or on the grounds.
- c. The Club assumes no responsibility, and members and their guests shall have no claim against the Club, for any accident or injury to any person or their property.

ARTICLE VI - DUES

Section 1. The amount of annual dues for each membership shall be established by the Board.

Section 2. Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvement of its property

- a. No dues, nor part thereof, shall be refunded in the event that pool operation is required to be suspended for any period.
- b. The Board of Directors shall establish the due date for payment of annual membership dues and other relevant annual fees. A 5 percent penalty shall apply to all dues not paid by this date. Failure to pay dues within 30 days after the established due date shall be cause for termination of membership and, if applicable, forfeiture of the bond.
- c. Waiver of dues. A member may request the Board of Directors to consider waiving payment of dues for current year if unusual circumstances prevent member from participating in club activities. Each request of this nature must be formally presented to the Board prior to April 1, and acted upon separately.
- d. Membership will (automatically) terminate if dues are not paid in full or written explanation is not received by DATE.
- e. Guest fees and policies will be set by the Board of Directors.

ARTICLE VII - CAPITALIZATION

Section 1. The Club shall be capitalized by the sale of up to 210 membership bonds of \$360 face value. They shall be numbered consecutively.

- a. Bonds of memberships shall be transferable subject to approval by a two-thirds (2/3) majority of the Board, and shall contain an appropriate notation to that effect.
- b. After termination of membership of a fully bonded membership, the full \$360 shall be refunded when the original bond has been resold, or earlier at the

discretion of the Board. The Board shall give due consideration to the desirability of impartiality and consistency in similar cases of termination.

Section 2. In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, bonds shall be a lien upon the property or the proceeds of the sale of the property of the Club after the payment of all its legal debts and obligations. After payment of all bonds outstanding as of the effective date of dissolution of the Club, any surplus remaining shall be paid and distributed equally among the Bondholders as such.

ARTICLE VIII - MEETINGS

Section 1. The Annual Meeting of the Club shall be held in October each year, at such place and time as the Board may determine.

- a. The Annual Meeting shall be for the purpose of electing board members, presenting committee reports, and for the transaction of other business as may be indicated in the notice or may be brought before it by request of a member submitted seven (7) days in advance of the meeting.
- b. Notice of the Annual Meeting shall be given to members at least twenty-one (21) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates for the open board positions.
- c. Nominations of candidates up for election to the Board for the first time at the Annual Meeting, may be made by a letter, signed by fifteen (15) memberships, and presented to the Board at least fifteen (15) days before the Annual Meeting.
- d. Current Board members may run for re-election to their current position or another open Board position subject to the term limits stated earlier and without obtaining signatures for nomination.
- e. The Board shall give notice thereof to all memberships entitled to vote at least seven (7) days before the Annual Meeting.

Section 2. Only members holding fully bonded memberships in good standing shall be entitled to vote at meetings of the Club. Any fully bonded member shall be represented by proxy if not able to attend in person. Voting may be in person, but ten (10) members, including those represented by proxy, shall have the right to demand voting by roll call. Votes are limited to one per bonded membership.

Section 3. Twenty (20) percent of the fully bonded membership, attending personally or represented by proxy, shall constitute a quorum at all Club meetings.

Section 4. The Board shall hold its first meeting within one month of the Annual Meeting of the Club and at such other times and intervals as they deem necessary. Board meetings may be called by the President, or shall be called upon the request of two (2) Board members. Five (5) members of the Board shall constitute a quorum.

Section 5. The President shall preside at the meetings of the Club and of the Board. S/he shall be the administrative officer of the Club. S/he shall appoint, subject to confirmation by the Board, all committees, designating the Chairmen thereof. S/he shall be ex-officio, a member of all committees.

Section 6. In the absence or disability of the President, the President shall appoint another Board member who shall act in his/her stead.

Section 7. The Communications director shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof; s/he shall record all votes and minutes of proceedings, including committee reports, in a file to be kept for that purpose. She/he shall keep a file for record purposes of all committee reports. She/he shall attend to the correspondence pertaining to the office. She/he shall send notices of all meetings of the Club. Minutes of said meetings should be made available to memberships upon request.

Section 8. Special meetings of the Club may be called by the Board. Also, upon request of twenty (20) memberships, stating the purpose therefore, a special meeting shall be called within thirty (30) days.

Section 9. Special meetings of the Club may be held on seven (7) days notice to all members. The notice shall state the purposes for which the special meeting is called and no other business shall be transacted thereat.

Section 10. Whenever in these by-laws notice to members is required, the mailing of such notices to the last known electronic mail addresses and/or mailing addresses of the members shall constitute notice.

ARTICLE IX - DISSOLUTION OF THE CLUB

The Club may only be dissolved by operation of law or by two-thirds (2/3) vote of the members present or represented by proxy, at a meeting of the Club provided at least seven (7) days notice of such a proposal shall be given to each member by mail and/or electronic mail.

ARTICLE X - AMENDMENTS

These by-laws may be amended by two-thirds (2/3) vote of the bonded memberships voting, provided at least seven (7) days notice of such amendment shall be given to each membership.

ADDENDUM I

Below are the job descriptions for the Board of Director positions

WSC Board of Directors Brief Position Descriptions

The board meets approximately 12 times per year for about 2 hours at a time. Board members are expected to attend board meetings, to participate in discussions and to vote in the best interests of the club. Below are the brief job descriptions for the Board of Director positions

President

Moderate board meetings. Open the session at the time at which the assembly is to meet, by calling the members to order; to announce the business before the assembly in the order in which it is to be acted upon; to recognize members entitled to the floor; to state and to put to vote all questions which are regularly moved, or necessarily arise in the course of the proceedings, and to announce the result of the vote. Otherwise comply with all duties as outlined in bylaws.

Operations

- The Operations Director generally ensures the effective day to day running of the pool
- Works very closely with the pool manager on all such matters; manages the manager
- Responsible for heading the committee to make manager, asst manager and lifeguard hiring decisions
- Leads the rule making decision process
- Makes sure there pool is stocked with sufficient supplies
- Determines appropriate layout of the pool including furniture
- Handles member issues relating to the running of the pool
- Secures appropriate insurance

Treasurer

The Treasurer position at Westminster is a critical piece of the overall operation of the club. It requires a candidate willing to invest significant amounts of time throughout the calendar year in order keep all financial aspects of the club running smoothly. The treasurer must work closely with all board members and have a regular dialogue with the Membership head. The treasurer utilizes Quick Books to pay all bills, including but not limited to utility bills, deposits and records checks and maintains the ledger. S/he manages employee information, manages payroll and prepares and distributes relevant governmental tax and other forms (e.g. W-2 forms, DUCF). S/he prepares and distributes invoices. S/he checks the club P.O. box regularly. S/he provides financial statements for the BOD regularly. S/he prepares an income tax return for the club.

Grounds

Grounds person shall:

1. Attend to the operation and maintenance of the pool hardware, bath house and properties of the club.
2. Organize and coordinate preseason maintenance days, final day closing, postseason repairs and upgrades.
3. Coordinate / oversee winterization and de-winterization with utility companies.
4. Respond to emergency repairs in a timely manner.
5. Schedule, supervise or appoint responsible parties in the maintenance or upgrades to the facilities as directed by the Board.

Membership

Maintain all member records including hard-copy/paper member applications and all electronic member records. Make bond assignments for new members and maintain ordered list of open bond numbers as resignations occur. Maintain/update all member information, including bond number assignments, complete member-family list, address, phone and email contacts. Process all new member applications and member resignations; record resulting bond reassignments. Maintain club email for first contact to any line of inquiry or any member-concerns including membership/application information, dues structure, and application procedure, and bond refund process. Keep Club email distribution list current for both Googlegroups list and for financial billing statements. Publish a yearly member directory. When applicable, maintain waiting list for new-member applicants. Report at Board meetings for updates in member numbers and any member concerns needing discussion or Board decisions. Coordinate consistently with Treasurer any member changes for billing accuracy.

Communications

The duties of the Communications director include recording and maintaining the minutes of the WSC Board of Directors meetings and the WSC annual meeting. Arranging the location of the WSC board meetings and the annual membership meeting. Communicating the date of WSC annual meeting to membership. Sending notice to the membership regarding annual election and tallying the results for the annual Board of Director's election. Communicating the date of home swim meets, the swim team banquet and any large club events to the Westminster Civic Association.

Swim Rep #1/Swim Rep #2

The job description of the Swim Rep position for the Westminster Swim Club entails but is not limited to representing the members of the Westminster Swim team in a fair and conscientious manner, handing communications between parents and swim coaches via email, attending monthly SSL meetings and reporting to board, preparing budget for upcoming season. The Swim Rep will manage all aspects of the swim season including swimmer registration, coordination of swim meet volunteers including officials, ensuring coordination with swim suit provider and photographer, ensuring sufficient supplies, e.g. ribbons, ensuring updated folders for distribution of ribbons, coordinating swim team events (e.g. pancake breakfast), overseeing Championship registrations, ordering trophies and coordinating swim banquet volunteers.

Concessions

Organize food sales for snack shack and home swim meets. This includes:

- Manage spring cleaning and fall closure of snack shack
- Decide what to sell overall
- Coordinate with pool manager to ensure lifeguards are following all policies and procedures
- Determine what to sell and adjust as needed
- Track and audit inventory and sales to maximize profits and identify and reduce shrinkage
- Determine which items to have donated vs team purchases, doing so in a way that provides the team with the greatest revenue
- Publish signups for donated items
- Purchase items that will not be donated

- Work with swim team reps for volunteer hours in the concession stand, grills and bake table
- Make sure concession stand is set up and taken after each meet
- Collect revenue and report to Treasurer

Social

- Plan and implement social events throughout the season;
 - These events can include but are not limited to: raft night, movie night, adult socials, holiday weekend events, tween party, kiddie party, etc;
- Work with the pool manager in the planning and implementation of the social events: i.e. have adequate guards to staff the event, contingency plan for inclement weather, coordinate concessions/beverages/ice (if using), manage payment for event (ticket sales), etc.
- Send out email correspondence to pool membership to advertise planned social events;
- Manage all aspects of social event planning including determining date/time of event, theme, food, beverage, music, other entertainment, etc.
- Attend monthly board meetings;
- Interface with members on social event ideas;

Member At-Large

- Manage westminsterswimclub.com website, currently hosted by wix.com, updating and posting dates/calendar of events including opening, social, special hours, etc. and other relevant forms and documents.
- Design, administer and analyze annual general membership and swim team surveys, currently through Survey Monkey, sharing full results with BOD and abbreviated, closed end results with general membership/swim team families.
- Design, administer and analyze BOD election ballots and other ad-hoc surveys/polls as needed.
- Format and send annual President's Letter to general membership using email newsletter format. Design and send other newsletters to membership as needed.
- Assist other board members/help with required projects for BOD/swim club as needed. Attend and participate in BOD meetings.

ADDENDUM II

Due to prior inconsistencies with the timing of elections, the mandatory three-year term limits shall not apply during the first three years, starting in 2015, as the Board of Directors election schedule is implemented.

For the 2016 Board of Directors term, two officials will serve a fourth year, 2017, so the aforementioned protocol (Article III, Section 3) may be followed starting in 2018 when all positions will revert to three-year terms.

2015 – President, Communications, Membership, Swim Rep #1

2016 – Treasurer, Social, Swim Rep #2, Concessions

2017 – Operations, Grounds, At-Large

2018 – President, Communications, Membership, Swim Rep #1

GLOSSARY

Volunteer Fee: Discretionary annual fee, over and above annual dues, refundable by completing a board established number of hours of volunteer work at the Club's annual work days, typically in May.

Member/Membership in Good Standing: A member who is current on dues and not subject to an Article 5 section 4a hearing.

Member/Membership: A Club member in good standing.

(Fully) Bonded Member/(Fully) Bonded Membership: A Club member in good standing who has paid the \$360 face value of their bond in full.